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ORIGINAL

LAW OFFICE  
**THOMAS F. MCFARLAND, PC.**  
208 SOUTH LASALLE STREET - SUITE 1890  
CHICAGO, ILLINOIS 60604-1112  
TELEPHONE (312) 236-0204  
FAX (312) 201-9695  
mcfarland@aol.com

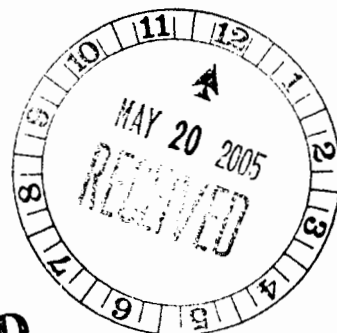
THOMAS F. MCFARLAND

May 19, 2005

By UPS overnight mail

Vernon A. Williams, Secretary  
Surface Transportation Board  
Case Control Unit, Suite 713  
1925 K Street, N.W.  
Washington, DC 20423-0001

**FEE RECEIVED**  
MAY 20 2005  
SURFACE  
TRANSPORTATION BOARD



Re: Finance Docket No. 34692, *Denver Terminal Railroad Company, d.b.a. Denver Rock Island Railroad -- Acquisition and Operation Exemption -- Rail Lines of Union Pacific Railroad Company in Adams and Denver Counties, CO*

Dear Mr. Williams:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1150.41, for filing with the Board in the above referenced matter.

Also enclosed is Denver Rock Island Railroad's check #7745 in the amount of \$1,5000 for the filing fee.

Very truly yours,

*Tom McFarland*

Thomas F. McFarland  
Attorney for Applicant

ENTERED  
Office of Proceedings

MAY 20 2005

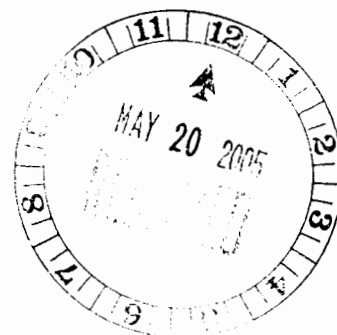
Part of  
Public Record

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**FILED**  
MAY 20 2005  
SURFACE  
TRANSPORTATION BOARD

214030

BEFORE THE  
SURFACE TRANSPORTATION BOARD



DENVER TERMINAL RAILROAD )  
COMPANY, d.b.a. DENVER ROCK )  
ISLAND RAILROAD -- ACQUISITION ) FINANCE DOCKET  
AND OPERATION EXEMPTION -- RAIL ) NO. 34692  
LINES OF UNION PACIFIC RAILROAD )  
COMPANY IN ADAMS AND DENVER )  
COUNTIES, CO )

VERIFIED NOTICE OF EXEMPTION  
UNDER 49 C.F.R. § 1150.41

ENTERED  
Office of Proceedings  
MAY 20 2005  
Part of  
Public Record

DENVER TERMINAL RAILROAD COMPANY  
d.b.a. DENVER ROCK ISLAND RAILROAD  
3400 East 56<sup>th</sup> Avenue  
Commerce City, CO 80022

Applicant

**FEE RECEIVED**

MAY 20 2005

**SURFACE  
TRANSPORTATION BOARD**

**FILED**  
MAY 20 2005  
**SURFACE  
TRANSPORTATION BOARD**

THOMAS F. McFARLAND  
THOMAS F. McFARLAND, P.C.  
208 South LaSalle Street, Suite 1890  
Chicago, IL 60604-1112  
(312) 236-0204

Attorney for Applicant

DATE FILED: May 20, 2005

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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|                                 |   |                |
|---------------------------------|---|----------------|
| DENVER TERMINAL RAILROAD        | ) |                |
| COMPANY, d.b.a. DENVER ROCK     | ) |                |
| ISLAND RAILROAD -- ACQUISITION  | ) | FINANCE DOCKET |
| AND OPERATION EXEMPTION -- RAIL | ) | NO. 34692      |
| LINES OF UNION PACIFIC RAILROAD | ) |                |
| COMPANY IN ADAMS AND DENVER     | ) |                |
| COUNTIES, CO                    | ) |                |

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**VERIFIED NOTICE OF EXEMPTION  
UNDER 49 C.F.R. § 1150.41**

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Pursuant to the class exemption at 49 C.F.R. § 1150.41, *et seq.*, DENVER TERMINAL RAILROAD COMPANY, d.b.a. DENVER ROCK ISLAND RAILROAD (DRIR), a Class III rail carrier, provides notice of its exemption from 49 U.S.C. § 10902 for its acquisition from Union Pacific Railroad Company (UP) and operation of a rail lines commonly known as the Stock Yard Lead and the North Washington Industrial Track in Adams and Denver Counties, Colorado.

**OVERVIEW**

DRIR's acquisition of the Stock Yard Lead and North Washington Industrial Track is part of an agreed exchange of trackage whereby UP will acquire DRIR's Sandown-Belt Junction line in Denver, CO. UP obtained an exemption for its acquisition and operation of the Sandown-Belt Junction line in Finance Docket No. 34631, *Union Pacific R. Co. - Acq. & Oper. Exempt. - Line of Denver Term R. Co., d/b/a Denver Rock Island RR*, decision served April 1, 2005. That exemption is scheduled to become effective on May 1, 2005.

DRIR is operating the Stock Yard Lead pursuant to an exemption for its lease and operation of that Track in Finance Docket No. 34637, *Denver Term. R. Co., d/b/a Denver Rock Island RR - Lease Oper. Exempt. - Rail Line of Union Pacific R. Co.*, decision served January 12, 2005. DRIR is not operating the North Washington Industrial Track. The current notice of exemption is being filed to convert DRIR's lease exemption for the Stock Yard Lead to an acquisition exemption, and to obtain an acquisition and operation exemption for the North Washington Industrial Track.

### **DESCRIPTION OF THE RAIL LINES TO BE ACQUIRED AND OPERATED**

The rail lines to be acquired and operated consist of terminal tracks in the Denver, CO area that are not identified by milepost numbers.

The Stock Yard Lead consists of Track 12 extending from point of connection with UP trackage north of East 58<sup>th</sup> Avenue in unincorporated Adams County, CO to a point of connection with existing DRIR trackage at or near Race Court in the City of Denver, Denver County, CO. The Stock Yard Lead includes the following auxiliary tracks:

|           |   |                      |
|-----------|---|----------------------|
| Track 12A | - | 450 feet in length   |
| Track 12B | - | 750 feet in length   |
| Track 12C | - | 1,767 feet in length |
| Track 12D | - | 1,845 feet in length |

In total, the Stock Yard Lead is 5,750 feet or 1.09 miles in length. The Stock Yard Lead is depicted on Appendix 1-A attached to this Notice.

The North Washington Industrial Track consists of Track 122 extending from point of connection with UP trackage east of North Washington Street to the end of track north of East 68<sup>th</sup> Avenue, all in unincorporated Adams County, CO. Numerous sidetracks are also part of the

North Washington Industrial Track. In total, the North Washington Industrial Track is approximately 2.2 miles in length. The North Washington Industrial Track is depicted on Appendix 1-B attached to this Notice.

**INFORMATION REQUIRED BY 49 C.F.R. § 1150.43**

In accordance with 49 C.F.R. § 1150.43, DRIR submits the following in support of this Notice of Exemption.

*(a) The full name and address of the Class III rail carrier applicant;*

The full name and address of applicant is Denver Terminal Railroad Company, d.b.a. Denver Rock Island Railroad, 3400 East 56<sup>th</sup> Avenue, Commerce City, CO 80022.

*(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;*

Applicant's representative to receive correspondence is Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

*(c) A statement that an agreement has been reached or details about when an agreement will be reached;*

Agreement has been reached between DRIR and UP for acquisition and operation of the involved rail lines.

*(d) The operator of the property;*

DRIR will operate the involved rail lines.

*(e) A brief summary of the proposed transaction, including:*

*(1) The name and address of the railroad transferring the subject property to the Class III rail carrier applicant;*

The transferor of the involved rail lines is:

Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, NE 68179

(2) *The proposed time schedule for consummation of the transaction;*

The proposed acquisition and operation will be consummated no sooner than seven days after the filing of this Notice of Exemption.

(3) *The mileposts of the subject property, including any branch lines;*

The property is terminal-area trackage that is not identified by milepost numbers. The involved rail lines have been described above, and are depicted in Appendices 1-A and 1-B.

(4) *The total route miles being operated;*

There are a total of 3.29 miles of trackage that will be operated, i.e., 1.09 miles for the Stock Yard Lead and 2.20 miles for the North Washington Industrial Track.

(f) *A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and states;*

The required maps are attached as Appendices 1-A and 1-B.

(g) *A certificate that applicant's projected revenues as a result of the transaction will not result in the creation of a Class II or Class I rail carrier so as to require processing under § 1150.45.*

DRIR so certifies. See verification attached as Appendix 2.

#### **VERIFICATION**

See Appendix 2.

### **ENVIRONMENTAL AND HISTORIC CONSIDERATIONS**

The proposed transaction does not require environment or historic reporting or assessment. *See* 49 C.F.R. § 1105.6(c)(2)(i) and 49 C.F.R. § 1105.8(b)(1).

### **LABOR PROTECTION**

Pursuant to 49 U.S.C. § 10902(d), labor protection requirements do not apply to the proposed transaction.

### **CAPTION SUMMARY**

The caption summary required by 49 C.F.R. § 1150.44 is attached hereto as Appendix 3.

### **CONCLUSION AND REQUESTED RELIEF**

WHEREFORE, within 30 days of the filing of this notice, the Director of the Office of Proceedings should publish a notice in the Federal Register of the filing of this Notice. *See* 49 C.F.R. § 1150.42(b).

Respectfully submitted,

DENVER TERMINAL RAILROAD COMPANY  
d.b.a. DENVER ROCK ISLAND RAILROAD  
3400 East 56<sup>th</sup> Avenue  
Commerce City, CO 80022

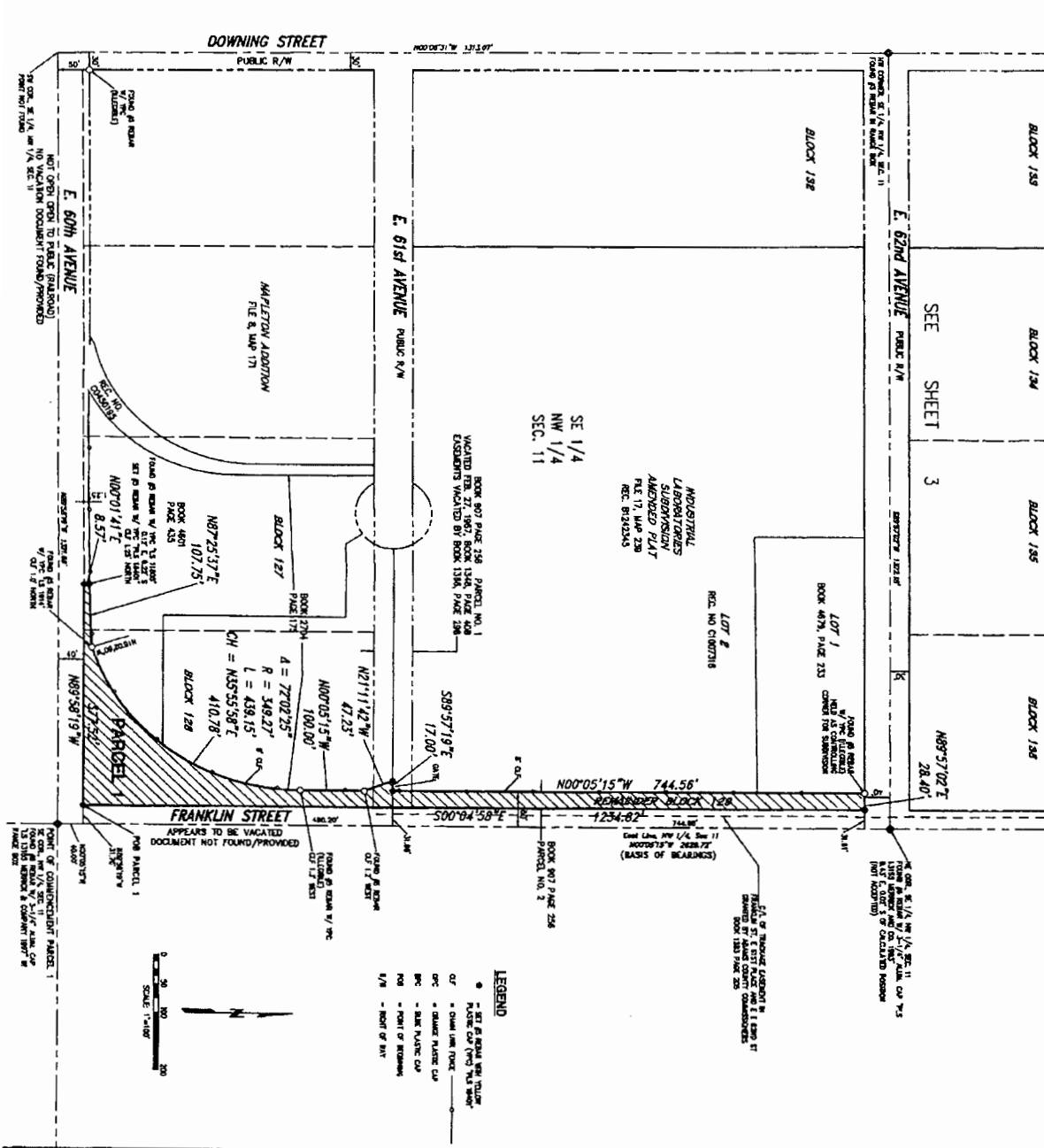
Applicant

*Thomas F. McFarland*

THOMAS F. McFARLAND  
THOMAS F. McFARLAND, P.C.  
208 South LaSalle Street, Suite 1890  
Chicago, IL 60604-1112  
(312) 236-0204

Attorney for Applicant

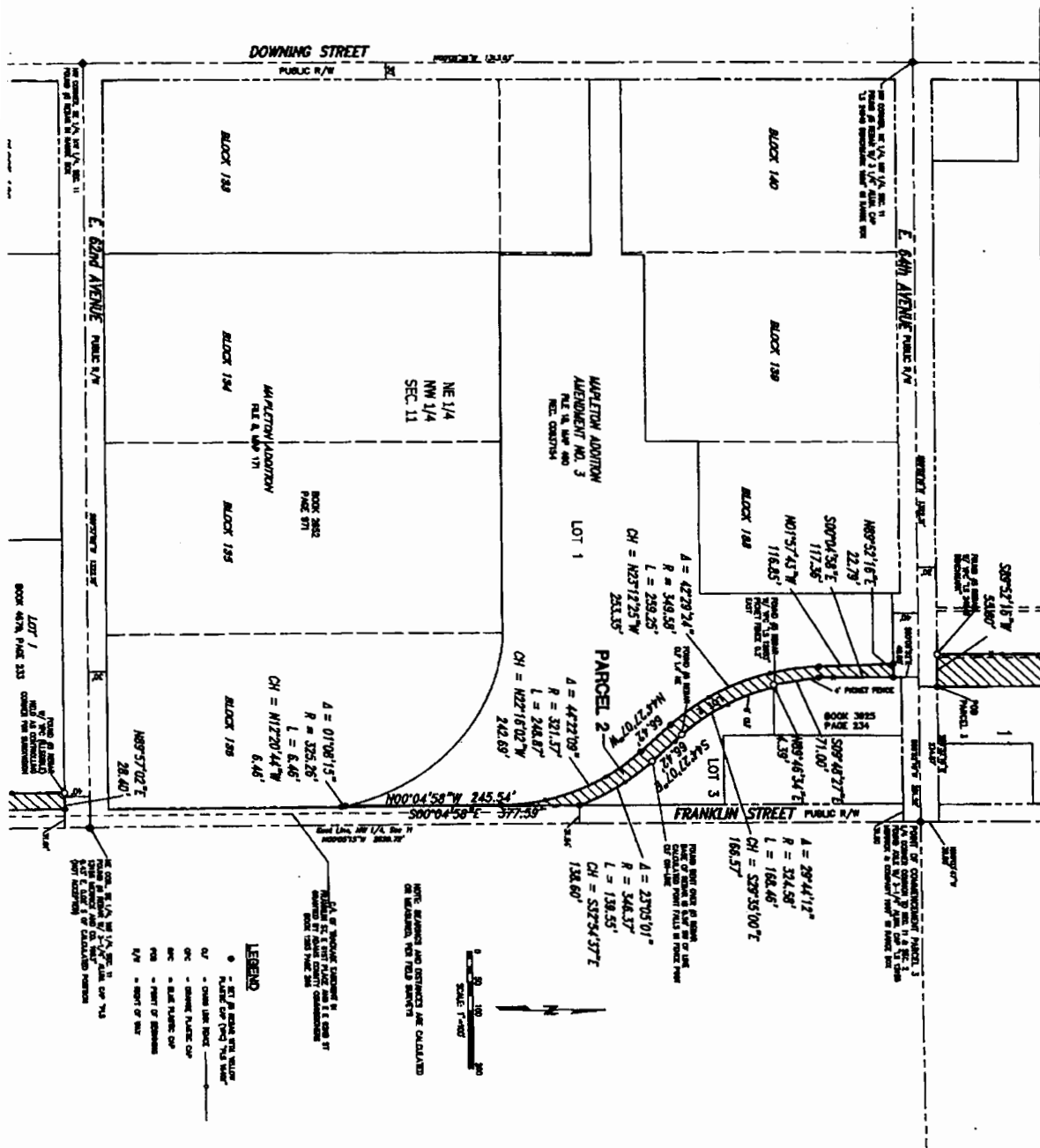
DATE FILED: May 20, 2005



|                                |                                                                                                                                               |                                                      |                                                                                                                                             |                       |                                                                                                           |
|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------------------------------------------------|
| <b>Project No.:</b><br>3040851 | <b>LAND SURVEY PLAT</b><br>Portions of Sections 2 & 11,<br>Township 3 South, Range 68 West,<br>8th P.M., County of Adams<br>State of Colorado | <b>ENGINEER</b><br>ARCHITECT<br>SURVEYOR<br>SCOUTMAN | <b>Farnsworth GROUP</b><br>8085 EAST 10TH AVENUE, SUITE 450 • DENVER, COLORADO 80231<br>(303) 492-8838 / (303) 492-0470 Fax: (303) 492-0470 | <b>Date:</b> 11-23-04 | <b>Client:</b><br>Union Pacific Railroad<br>Company<br>1400 Douglas St, STOP 1690<br>Omaha, NE 68179-1690 |
|                                |                                                                                                                                               |                                                      |                                                                                                                                             | <b>Drawn:</b> LRG     |                                                                                                           |
|                                |                                                                                                                                               |                                                      |                                                                                                                                             | <b>Checked:</b> FLE   |                                                                                                           |
|                                |                                                                                                                                               |                                                      |                                                                                                                                             | <b>Book No.:</b> 2125 |                                                                                                           |

| DATE | DATE | BY | DESCRIPTION |
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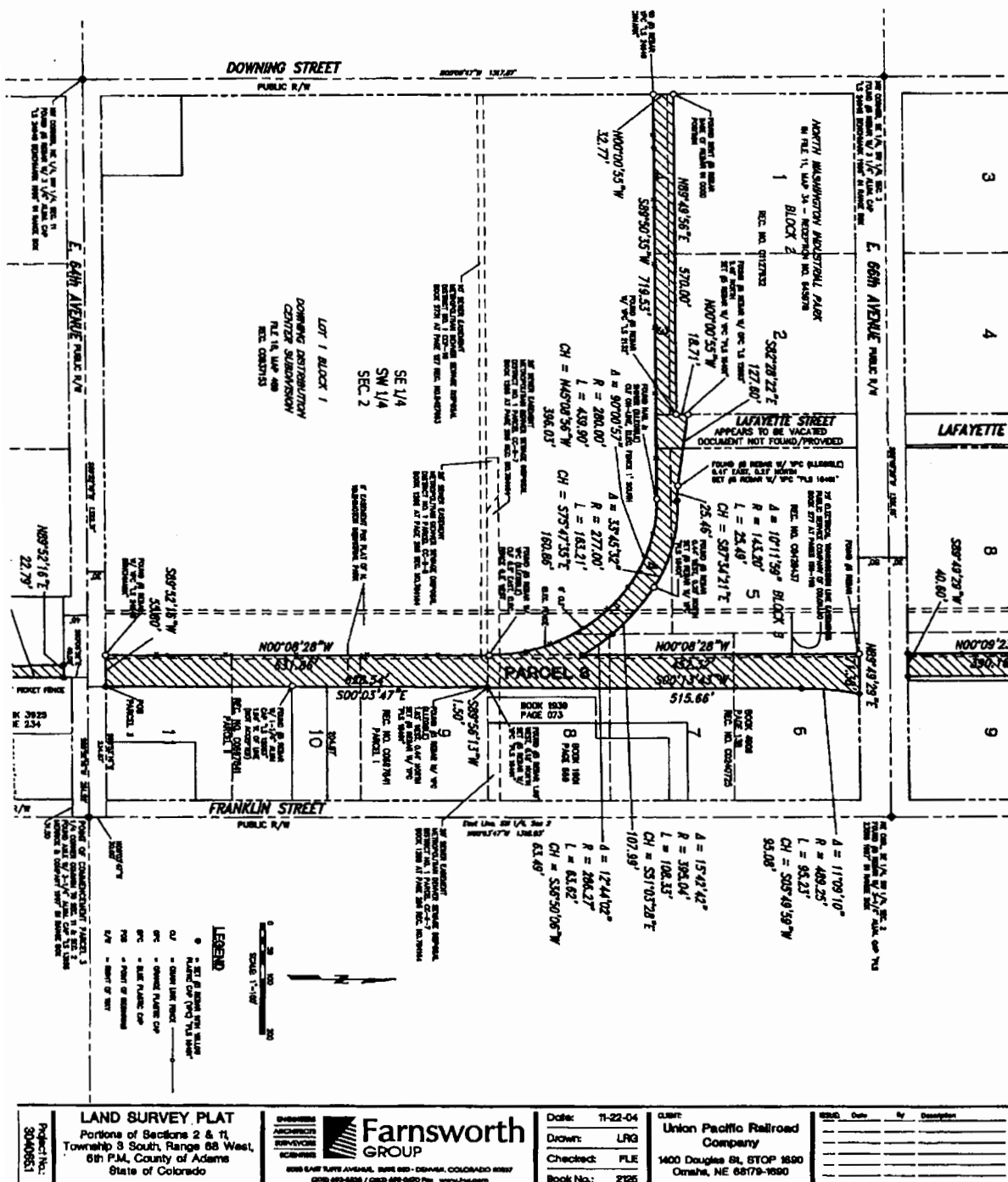
**LAND SURVEY PLAT**  
Portions of Sections 2 & 11,  
Township 3 South, Range 68 West,  
6th P.M., County of Adams,  
State of Colorado

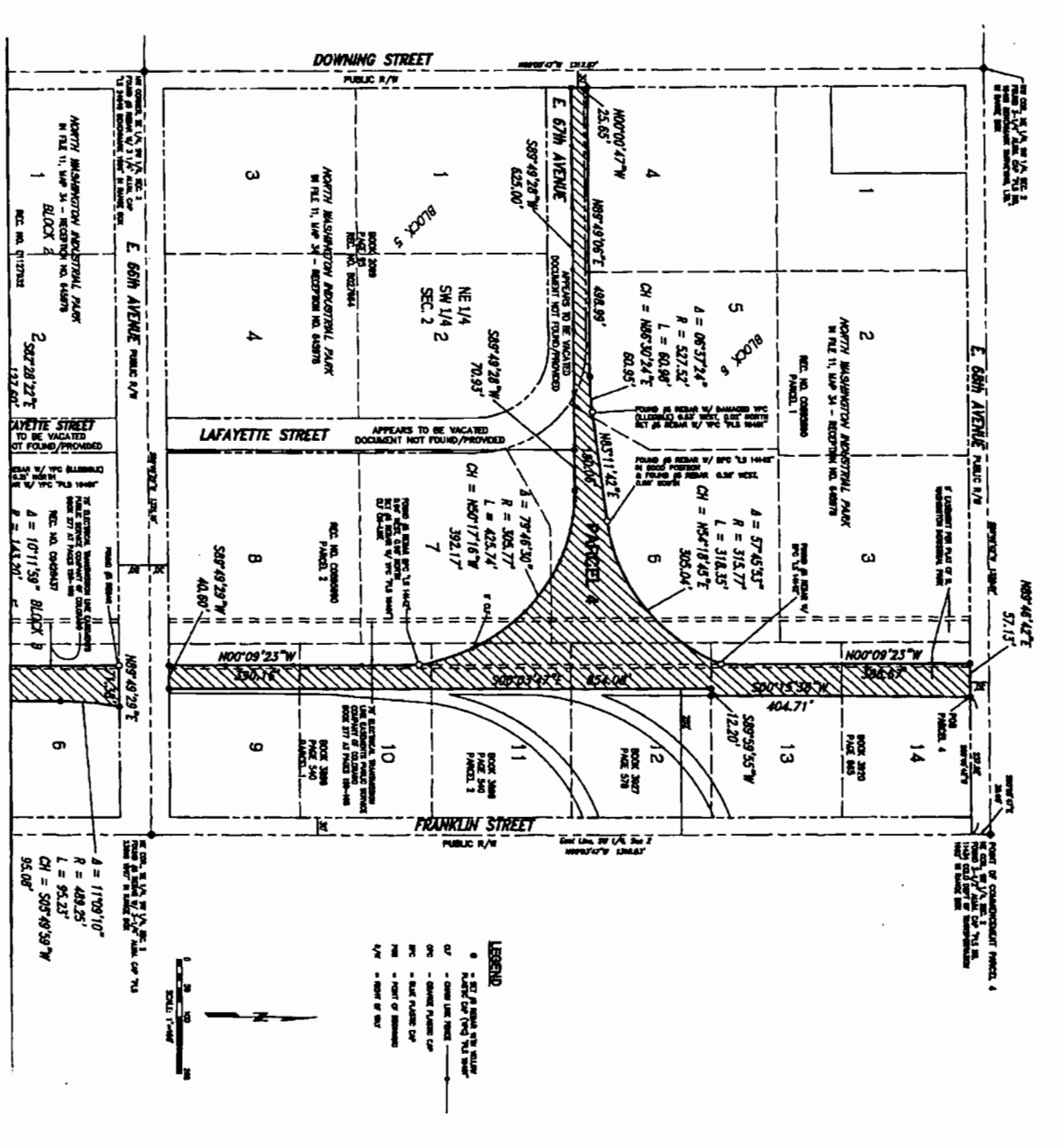
**Farnsworth GROUP**

3000 10th Avenue, Suite 200 • Denver, Colorado 80202  
303.499.8888 • 303.499.7070 • Fax: 303.499.8888

Date: 11-22-04  
Drawn: LRG  
Checked: FLE  
Book No.: 2125

Client: Union Pacific Railroad Company  
1400 Douglas St, STOP 1890  
Omaha, NE 68179-1690





**LAND SURVEY PLAT**  
 Portions of Sections 2 & 11,  
 Township 3 South, Range 88 West,  
 8th PM, County of Adams,  
 State of Colorado

**Farnsworth GROUP**  
 1000 EAST 10TH AVENUE, SUITE 200 - DENVER, COLORADO 80202  
 (303) 733-0000 / (303) 733-0000 Fax

Date: 11-22-04  
 Drawn: LRG  
 Checked: FLE  
 Book No.: 2125

Client:  
**Union Pacific Railroad Company**  
 1400 Douglas St, STOP 1600  
 Omaha, NE 68179-1600

| REVISION | Date | By | Description |
|----------|------|----|-------------|
|          |      |    |             |
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|          |      |    |             |

SHEET 5 OF 5

LAND SURVEY PLAT OVER A PORTION OF UNION PACIFIC RAILROAD PARCELS  
IN SECTIONS 2 & 11, TOWNSHIP 3 SOUTH, RANGE 68, WEST, 6th P.M., COUNTY OF ADAMS, STATE OF COLORADO

**LESS DESTRUCTION FOLLOWS**

[illegible]

MAURICE A. BLOOMER OF 327 1/2 N. BROAD ST. TO A POINT OF LAND

[illegible]

## POINT OF ENTRY

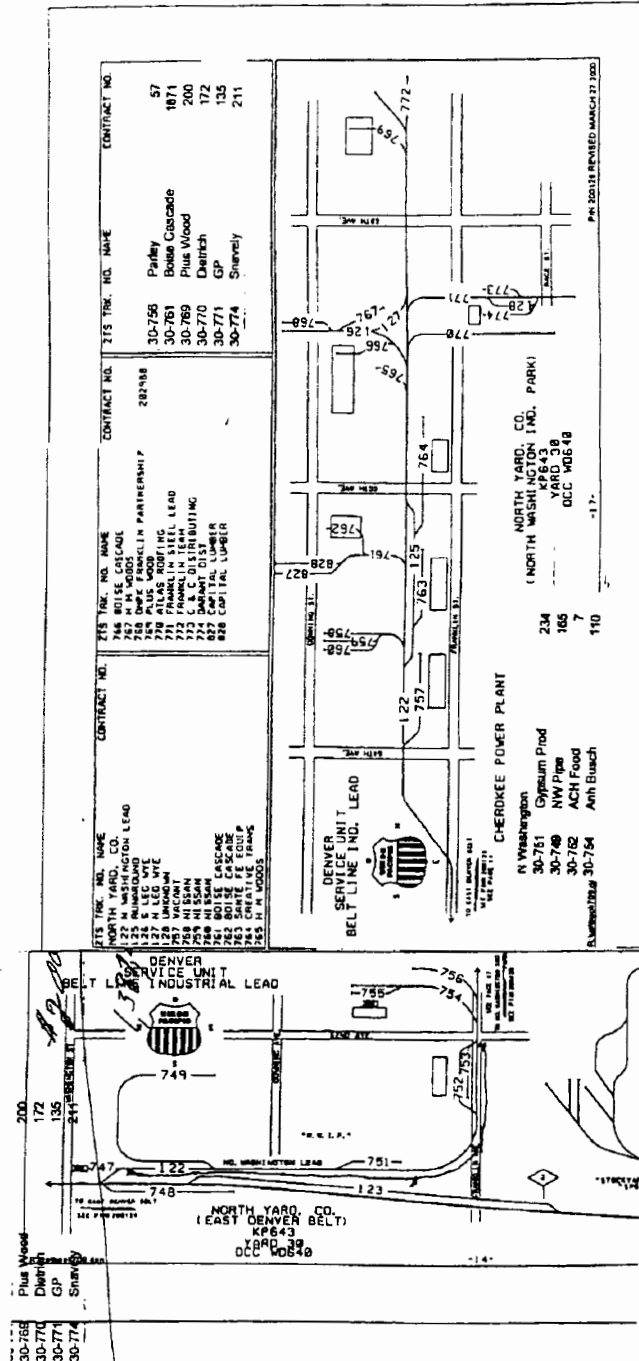
- THE ABOVE DESCRIBED PAPER CONTAINS 2,074 ALPHAS MORE OR LESS.

### **FILING CERTIFICATE**

DISPOSED IN \_\_\_\_\_ DAY OF \_\_\_\_\_ 20\_\_\_\_  
AT \_\_\_\_\_ IN ROOM \_\_\_\_\_ OF THE COUNTY  
SHERIFF'S LAW OFFICE AT \_\_\_\_\_ JEROME COUNTY, IDAHO



|                                                                                                                                       |                                                                                                                                                                                                                                                                                                          |           |          |         |                                                 |                            |  |
|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|---------|-------------------------------------------------|----------------------------|--|
| LAND SURVEY PLAT<br>Portions of Sections 2 & 11,<br>Township 3 South Range 68 West,<br>6th P.M., County of Adams<br>State of Colorado | <br><b>Farnsworth</b><br>GROUP<br><small>3035 WEST SUITE AVENUE, SUITE 200 • DENVER, COLORADO 80217<br/>         (303) 499-9636 / (303) 499-0767 Fax <a href="mailto:sales@fngroup.com">sales@fngroup.com</a></small> | Date:     | 11-22-04 | COUNTY: |                                                 | SHEET: Date By Description |  |
|                                                                                                                                       |                                                                                                                                                                                                                                                                                                          | DRAWN:    | LRS      |         | Union Pacific Railroad Company                  |                            |  |
|                                                                                                                                       |                                                                                                                                                                                                                                                                                                          | CHECKED:  | FLE      |         | 1400 Douglas St, STOP 1690 Omaha, NE 68179-1690 |                            |  |
|                                                                                                                                       |                                                                                                                                                                                                                                                                                                          | BOOK NO.: | 2725     |         |                                                 |                            |  |



VERIFICATION

STATE OF ILLINOIS     )  
                                      ) SS:  
COUNTY OF COOK     )

THOMAS F. McFARLAND, being duly sworn on oath, deposes and states that he has read the foregoing notice, that he knows the contents thereof, and that the facts therein stated are true and correct. Thomas F. McFarland certifies that the projected revenues as a result of the proposed lease and operation will not result in the creation of a Class II or Class I rail carrier.



*Thomas F. McFarland*

THOMAS F. McFARLAND

SUBSCRIBED AND SWORN to  
before me this 19<sup>th</sup> day  
of May, 2005.

*Kathleen Lenihan*  
Notary Public

My Commission Expires: 1/29/2006

**CAPTION SUMMARY**

**F.D. No. 34692**

**Appendix 3**

**SURFACE TRANSPORTATION BOARD**

**Page 1 of 2**

**Notice of Exemption**

STB Finance Docket No. 34692

*Denver Terminal Railroad Company, d.b.a. Denver Rock Island Railroad  
-- Acquisition and Operation Exemption -- Rail Lines of Union Pacific Railroad Company  
in Adams and Denver Counties, CO*

Denver Terminal Railroad Company, d.b.a. Denver Rock Island Railroad (DRIR), a Class III rail carrier, has filed a notice of exemption from 49 U.S.C. 10902 for its acquisition from Union Pacific Railroad Company (UP) and operation of a rail lines commonly known as the Stock Yard Lead and the North Washington Industrial Track in Adams and Denver Counties, CO. The Stock Yard Lead and the North Washington Industrial Track are terminal tracks in the Denver, CO area which are not identified by milepost numbers. The Stock Yard Lead consists of Track 12 extending from point of connection with UP trackage north of East 58<sup>th</sup> Avenue in unincorporated Adams County, CO to a point of connection with existing DRIR trackage at or near Race Court in the City of Denver, Denver County, CO. The Stock Yard Lead includes the following auxiliary tracks:

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Acquisition of the Stock Yard Lead and North Washington Industrial Track by DRIR is part of an exchange of trackage whereby UP will acquire DRIR's Sandown-Belt Junction line in Denver, CO. See STB Finance Docket No. 34631, *Union Pacific R. Co. -- Acq. & Oper. Exempt. -- Line of Denver Term. R. Co., d/b/a Denver Rock Island RR*, decision served April 1, 2005 (not printed).

Comments must be filed with the Board and served on DRIR's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, 312-236-0204.

The notice is filed under 49 C.F.R. § 1150.41. If the notice contains false or misleading information, the exemption is void *ab initio*. The filing of a petition to revoke will not automatically stay the transaction.

By the Board

Vernon A. Williams, Secretary